imidazo[1,2-a]pyridin-2-yl, and

1H-imidazol-4-yl,

each of which is optionally substituted with one, two, or three groups chosen from optionally substituted lower alkyl, halo, acyl, sulfonyl, cyano, nitro, optionally substituted amino, and optionally substituted heteroaryl.

22. At least one chemical entity of claim 21, wherein R_{14} is chosen from

1H-imidazol-2-yl,

imidazo[1,2-a]pyridin-2-yl; and

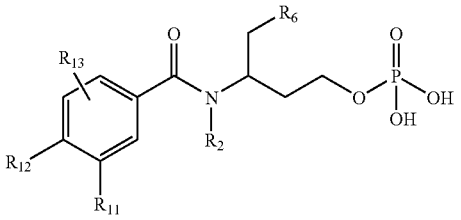
1H-imidazol-4-yl,

each of which is optionally substituted with one or two groups chosen from optionally substituted lower alkyl, halo, and acyl.

23. At least one chemical entity of claim 1 wherein R_{15} is hydrogen.

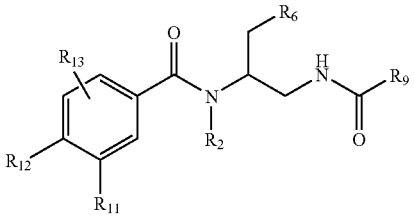
24. At least one chemical entity of claim 12 wherein the compound of Formula II is chosen from compounds of Formula VI

(Formula VI)



25. At least one chemical entity of claim 12 wherein the compound of Formula II is chosen from compounds of Formula VII

(Formula VII)



wherein

R_9 is chosen from optionally substituted amino and optionally substituted lower alkyl.

26. At least one chemical entity of claim 25 wherein R_9 is lower alkyl substituted with hydroxyl or optionally substituted amino.

27. At least one chemical entity of claim 26 wherein R_9 is lower alkyl substituted with hydroxyl, amino, N-methylamino, or N,N-dimethylamino.

28. At least one chemical entity of claim 1 wherein R_{11} is hydrogen, cyano, nitro, or halo.

29. At least one chemical entity of claim 28 wherein R_{11} is chloro or cyano.

30. At least one chemical entity of claim 1 wherein R_{12} is optionally substituted lower alkoxy, optionally substituted lower alkyl, or optionally substituted amino-.

31. At least one chemical entity of claim 30 wherein R_{12} is lower alkoxy or 2,2,2-trifluoro-1-methyl-ethoxy.

32. At least one chemical entity of claim 31 wherein R_{12} is propoxy or 2,2,2-trifluoro-1-methyl-ethoxy.

33. At least one chemical entity of claim 1 wherein R_{13} is hydrogen.

34. At least one chemical entity of claim 1 wherein R_2 is hydrogen.

35. At least one chemical entity of claim 1 chosen from the compounds described in Table 1, 2, 3, 4, 5, or 6 and pharmaceutically acceptable salts, solvates, chelates, non-covalent complexes, prodrugs, and mixtures thereof.

36. At least one chemical entity of claim 35 that is a phosphate ester of chosen from the compounds described in Table 1, 2, 3, 4, 5, or 6.

37. A composition comprising a pharmaceutical excipient and at least one chemical entity of claim 1.

38. A composition according to claim 37, wherein said composition further comprises a chemotherapeutic agent other than a compound of Formula I.

39. A composition according to claim 38, wherein said composition further comprises a taxane, a vinca alkaloid, or a topoisomerase I inhibitor.

40. A method of modulating KSP kinesin activity which comprises contacting said kinesin with an effective amount of at least one chemical entity of claim 1.

41. A method of inhibiting KSP which comprises contacting said kinesin with an effective amount of at least one chemical entity of claim 1.

42. A method for the treatment of a cellular proliferative disease comprising administering to a subject in need thereof at least one chemical entity of claim 1.

43. A method for the treatment of a cellular proliferative disease comprising administering to a subject in need thereof a composition according to claim 37.

44. A method according to claim 42 wherein said disease is selected from the group consisting of cancer, hyperplasias, restenosis, cardiac hypertrophy, immune disorders, and inflammation.

45. (canceled)

46. (canceled)

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